

## **Current Report No. 26/2020**

**Date: 25.11.2020**

**Subject:** End of subscription of the new shares of common stock issued within the Company's authorized capital and issue of securities.

THIS CURRENT REPORT AND THE INFORMATION HEREIN, IS RESTRICTED AND IS NOT FOR PUBLICATION, RELEASE, TRANSMISSION, DISTRIBUTION, OR FORWARDING DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL. THIS CURRENT REPORT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER OF SECURITIES IN ANY JURISDICTION.

PLEASE SEE THE DISCLAIMER AT THE END OF THIS CURRENT REPORT.

With reference to current report of Silvair, Inc. (the "**Company**") No. 10 dated 26 June 2019, current report of the Company No. 23 dated 26 October 2020 and current report of the Company No. 25 dated 17 November 2020, the Company hereby makes a public announcement of the end of subscription of the new shares of common stock issued within the Company's authorized capital (the "**New Shares**") (the "**Offer**") on the terms and conditions set forth in the conditional placement agreement executed on 26 October 2020 by the Company and Trigon Dom Maklerski S.A. The Company informs that the issue of New Shares was effected on 25 November 2020 (the "**Issuance**"). Upon the Issuance, the Company's share capital amounts to USD 1,234,217 and consists of 12,342,170 shares of the Company with par value USD 0.10, including (i) 11,382,170 shares of the Company's Common Stock, constituting in total 92.22% of the share capital and giving in total the right to 11,382,170 votes at the general meeting of the Company, representing 66.40% of the total number of votes in the Company and (ii) 960,000 shares of the Company's Founders Preferred Stock (each such share carrying the right to six votes at the general meeting of the Company), constituting in total 7.78% of the share capital and giving in total the right to 5,760,000 votes at the general meeting of the Company, representing 33.60% of the total number of votes in the Company.

### **1) The date of the commencement and conclusion of subscription or sale:**

New Shares were not subject to subscriptions. The process of execution of the New Shares' subscription agreements started on 26 October 2020 was completed on 17 November 2020.

### **2) The date of allocation of the securities:**

New Shares were allocated on 17 November 2020.

### **3) The number of securities covered by the subscription:**

The subject matter of the subscription agreements were 815.000 New Shares.

### **4) The rate of reduction in individual tranches, if at least in one of the tranches the number of allotted securities was lower than the number of subscribed securities:**

Not applicable. New Shares were not subject to subscriptions. Under the Offer, based on the subscription agreements, there were acquired 815.000 New Shares.

### **5) The number of securities subscribed for under the subscription:**

New Shares were not subject to subscriptions. Under the Offer, based on the subscription agreements, there were acquired 815.000 New Shares.

**6) The number of securities allotted under the subscription:**

New Shares were not subject to subscriptions. A total of 815.000 New Shares were acquired by the investors.

**7) The price at which securities were taken up:**

The New Shares were acquired at the issue price of PLN 7.50 per New Share.

**8) The number of persons who subscribed for the securities in respective tranches:**

Not applicable. The Offer was not divided into tranches.

**9) The Number of persons who were allotted the securities under the subscription in individual tranches:**

Within the Offer, the New Shares were acquired by 8 investors.

**10) The name (business name) of underwriters who purchased securities in performance of underwriting agreements, specifying the number of securities purchased and the actual price per unit of the securities (issue price or sales price of, net of the fee for purchasing the securities in performance of the underwriting agreement, per unit of the securities purchased by the underwriter):**

Not applicable. The issue of the New Shares did not involve any underwriting commitments.

**11) Value of the subscription, defined as the product of the number of securities in the offering and the issue price:**

The value of the Offer was PLN 6.112.500.

**12) Specification of total costs classified as costs of the issue, specifying the amounts broken down by specific types of costs: a) preparation and conduct of the offering, b) fees paid to underwriters, for each separately, c) preparation of the prospectus, including consulting costs, d) promotion of the offering.**

As at the date of this report, the Company does not have information on the final settlement of the costs of the issue. The costs will be published in the form of a current report after relevant cost statements are received and accepted from the entities involved in the preparation and execution of the Offering.

**13) Average cost of subscription per item of securities in the subscription:**

As at the date of this report, the Company does not have information on the final settlement of the costs of the issue. The costs will be published in the form of a current report after relevant cost statements are received and accepted from the entities involved in the preparation and execution of the Offer.

**14) Manner of payment for purchased securities:**

The New Shares were purchased for cash contributions.

**Legal basis:** §16 Section 1 of the Ordinance of the Minister of Finance of 29 March 2018 on the current and periodic reports disclosed by securities issuers and on the equivalence of information disclosures required by the laws of non-EU member states and Article 17 Section 1 of the MAR – inside information.

## Disclaimer

This current report was prepared in accordance with Article 17 Section 1 of the Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation).

This material constitutes fulfillment of disclosure obligations to which the Company is subject as a public company with shares listed on a regulated market in Poland and is not an offer for sale of securities in the United States of America or any other jurisdiction. This current report is by no means intended, whether directly or indirectly, to promote the offering, subscription or purchase of the New Shares and does not represent advertisement or promotional material prepared or published by the Company for the purpose of promoting the New Shares or their offering or subscription or for the purpose of encouraging an investor, whether directly or indirectly, to subscribe for or acquire the New Shares. The Company has not published and has no intention of publishing any materials aimed at promoting the New Shares or their offering or subscription after the date of this current report.

The securities referred to in this material (the “**Securities**”) have not been, and will not be, registered under the Securities Act, and may not be offered or sold, except in a transaction not subject to, or pursuant to an exemption from, the registration requirements of the Securities Act. The Securities are being offered and sold outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act. The Company does not intend to register any part of the offering in the United States. The Securities will be “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, and hedging transactions involving the Securities may not be conducted unless in compliance with the Securities Act.

The material set forth herein is for information purposes only and is not an offer to sell, or the solicitation of an offer to buy, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, and, in particular, is not for release, publication or distribution in or into the United States of America, Australia, Canada, Republic of South Africa or Japan.

This material and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this material or any subsequent offer should inform themselves about and observe any such restrictions and must not under any circumstances forward this material to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.

This material is only addressed to and directed at persons in member states of the European Economic Area who are ‘qualified investors’ within the meaning of relevant regulations. In addition, in the United Kingdom this material is being distributed to and is directed only at qualified investors who (i) are investment professionals falling within Article 19(5) of the British Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“**Financial Promotion Order**”); (ii) persons falling within any of the categories of persons described in Article 49 of the Financial Promotion Order; and (iii) any other persons to whom it may otherwise lawfully be made (all such persons together being referred to as “**Relevant Persons**”). Any investments or investment activity to which these materials relate are available only to Relevant Persons in the United Kingdom and qualified investors in any member state of the European Economic Area and will only be engaged with such persons.